

**THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	
Koontz-Wagner Custom Control Holdings LLC,	§	Case No. 18-33815
	§	(Emergency Relief Requested)
Debtor.	§	
	§	(Chapter 7)

**TRUSTEE’S EMERGENCY MOTION FOR ORDER
AUTHORIZING SALE OF CERTAIN INVENTORY AND
WORK IN PROCESS TO PETERSON POWER SYSTEMS LLC**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

Rodney D. Tow, chapter 7 trustee (the “Trustee”) of the estate of Koontz-Wagner Custom Control Holdings LLC (the “Debtor”) files this *Emergency Motion for Order*

Authorizing Sale of Certain Inventory and Work in Process to Peterson Powers Systems LLC
(the “Motion”) and respectfully states as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334. This Motion is a core proceeding pursuant to 28 U.S.C. §157(b).
2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested in this Motion are Sections 105(a) and 363 of title 11 of the United States Code (the “Bankruptcy Code”).

CASE BACKGROUND

4. On July 11, 2018 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 7 of the Bankruptcy Code, thereby commencing the above-captioned chapter 7 case (the “Case”).
5. The Trustee is the chapter 7 trustee appointed in the Case.
6. The Debtor is party to several contracts (the “Contracts”) with Peterson Power Systems, Inc., a California corporation (“Peterson”), pursuant to which the Debtor was engaged to complete fabrication work with respect to 17 Caterpillar brand generators and engines (the “Generators”). Title to the Generators is in the name of Peterson, with the Debtor contracted only to perform certain fabrication work on the equipment (the “Fabrication Work”).
7. Peterson is a party to certain contracts with Amazon Web Services (“Amazon”) to supply the Generators to Amazon upon completion of the Fabrication Work for use in one or more of Amazon’s data centers. Under its contract with Amazon, Peterson is (i) to deliver 3 Generators on or before July 24, 2018; (ii) to deliver 2 Generators on or before July 26, 2018; (iii) to deliver 2 Generators on or before July 31, 2018; and (iv) to deliver 1 generator on August 1, 2018 (as listed on Exhibit 1 hereto, the “July Delivery Generators”). The remaining Generators are to be delivered after September 1, 2018. If Peterson fails to meet any of the

foregoing delivery deadlines under its contract with Amazon, it could be subject to liquidated damages under its contract with Amazon.

8. As of the Petition Date, the Debtor had completed only a portion of the Fabrication Work on each of the July Delivery Generators. Attached to this Motion as **Exhibit 1** is an itemization of the July Delivery Generators and an estimate of the cost to complete the Fabrication Work with respect to each. As detailed in Exhibit 1, a portion of the Contract price for the Fabrication Work on the July Delivery Generators included freight to Amazon's facility.

9. On July 16, 2018, the Trustee received an offer from Peterson to purchase the Fabrication Work on the July Delivery Generators in its current state, 23 batteries and 17 barrels of coolant earmarked by the Debtor for completion of the July Delivery Generators, and the plans and schematics for the Fabrication Work for the July Delivery Generators. Peterson's offer (the "Offer") is as follows:

- *Price.* In exchange for the sale to Peterson of (i) all Fabrication Work with respect to the July Delivery Generators by way of delivery of possession of the July Delivery Generators to Peterson, (ii) 23 batteries earmarked for completion of the July Delivery Generators, (iii) 17 barrels of coolant earmarked for completion of the July Delivery Generators, and (iv) all plans and schematics (including shop drawings) for the Fabrication Work for the July Delivery Generators (collectively, the "Goods"), Peterson will pay to the trustee the sum of \$776,326.00 (the "Purchase Price"), subject to the Estimated Completion Cost Holdback (as defined below). The Purchase Price is equal to the sum of the Contract price for the Fabrication Work on the July Delivery Generators less \$48,000.00 in freight expenses included in the original Contracts for the cost of delivery of the July Delivery Generators from the Debtor's Idaho plant to Amazon's data center facility.
- *Freight.* Peterson will pay all freight expenses to remove the July Delivery Generators from the Debtor's Idaho plant, deliver the July Delivery Generators to a third party to complete the Fabrication Work, and ship the July Delivery Generators from the third-party facility to Amazon upon completion of the Fabrication Work. In consideration for Peterson's payment of all freight expenses for transportation of the July Delivery Generators, the Purchase Price reflects a discount of \$6,000 per Generator, for total aggregate freight charges of \$48,000.00, which was the cost included in the Contracts for delivery of the July Delivery Generators from the Debtor's Idaho plant to Amazon's data center facility.
- *Holdback.* Of the Purchase Price, the sum of \$179,332.00 (the "Estimated Completion Cost Holdback") will be held in a segregated account by the Trustee as the estimated cost

required to complete the Fabrication Work with respect to the July Delivery Generators. On motion of the Trustee, Peterson or a party in interest, the Court shall order delivery of the Estimated Completion Cost Holdback as follows: (i) the Trustee for the benefit of the Debtor's estate shall be entitled to receive from the Estimated Completion Cost Holdback the amount by which the reasonable value of the Goods exceed the sum of \$596,994.00; and (ii) Peterson shall be entitled to receive from the Estimated Completion Cost Holdback the balance of the funds not ordered delivered to the Trustee pursuant to clause (i). The Estimated Completion Cost Holdback shall not become property of the Debtor's estate unless and until ordered delivered to the Trustee in accordance with a motion filed under to this paragraph. The liens of creditors of the Debtor shall not attach to the Estimated Completion Cost Holdback until any sums therefrom become property of the Debtor's estate in accordance with a motion filed under to this paragraph. In any motion filed under this paragraph, the trustee shall bear the burden of proving the value of the Goods exceeds \$596,994.00.

- *Waiver of Non-Compete.* To the extent any non-compete agreement or non-compete provision in any agreement between the Debtor and a third party would limit such third party from completing the Fabrication Work with respect to the July Delivery Generators, the Trustee waives such agreement or provision for purposes of completing the Fabrication Work. Peterson shall have the right to complete on its own behalf, or by use of one or more third parties, and shall have the right to use any plans and schematics (including shop drawings) to complete the Fabrication Work with respect to the July Delivery Generators.
- *Sale Free and Clear.* The sale of the Goods shall be a sale under Section 363 of the Bankruptcy Code, free and clear of all liens, claims and interests.
- *Bill of Sale.* Upon payment of the Purchase Price to the Trustee, the Trustee shall deliver to Peterson a bill of sale for the Goods.

10. The Fabrication Work on the July Delivery Generators is custom to the Amazon facility. If Peterson is unable to obtain possession of the July Delivery Generators to meet its performance obligations to Amazon, Peterson will be forced to cover, the Fabrication Work completed on the July Delivery Generators to date will be of no value, and the materials used in the Fabrication Work on the July Delivery Generators will need to be removed and likely sold for scrap.

11. In addition to the amounts payable by Peterson under the Contracts, Peterson owes payables to the Debtor in the amount \$333,410.00 (the "Outstanding Peterson Payables"). The Outstanding Peterson Payables may be subject to offset against any damages incurred by

Peterson as a result of the Debtor's breach of the Contracts, including any liquidated damages incurred by Peterson in connection with its Amazon contract. No later than August 27, 2018, Peterson shall either pay to the Trustee the Outstanding Peterson Payable or file a motion with the court for relief from stay to exercise any setoff rights it may have with respect to the Outstanding Peterson Payable.

12. Neither Peterson nor its principals is an insider of the Debtor, and the sale of the Goods represents an arms-length transaction between the parties, made without fraud, collusion and no attempt has been made by a party to take any unfair advantage of the other. Peterson is purchasing the Goods in good faith pursuant to Section 363(m) of the Bankruptcy Code.

RELIEF REQUESTED

13. Pursuant to 11 U.S.C. § 363, the Trustee respectfully requests the Court enter an order substantially in the form attached hereto authorizing the Trustee to sell to Peterson the Goods and finding that Peterson is a good faith purchaser pursuant to Section 363(m) of the Bankruptcy Code.

BASIS FOR RELIEF

14. A trustee may sell, after notice and a hearing, a debtor's assets outside the ordinary course of business. 11 U.S.C. § 363(b)(1). Generally, to obtain approval of a proposed sale of assets, a trustee must "satisfy its fiduciary duty to the debtor, creditors and equity holders, [by articulating some] business justification for using, selling, or leasing the property outside the ordinary course of business." *In re Continental Air Lines, Inc.*, 780 F.2d 1223, 1226 (5th Cir. 1986).

15. Section 363(m) of the Bankruptcy Code provides in relevant part that the reversal or modification on appeal of an authorization under section 363 of a sale or lease of property does not affect the validity of such sale or lease when the purchaser bought in good faith. *See* 11 U.S.C. § 363(m). "Although the Bankruptcy Code does not define the meaning of 'good-faith

purchaser,’ most courts have adopted a traditional equitable definition: one who purchases the assets for value, in good faith and without notice of adverse claims.” *Licensing by Paolo, Inc. v. Sinatra (In re Gucci)*, 126 F.3d 380, 390 (2d Cir. 1997) (internal citations omitted). The Third Circuit has held that “[t]he requirement that a purchaser act in good faith . . . speaks to the integrity of [purchaser’s] conduct in the course of the sale proceedings. *In re Abbotts Dairies of Pa., Inc.*, 788 F.2d 143, 147 (3d Cir. 1986) (internal citations omitted).

16. Selling the Goods to Peterson is the most efficient way to maximize value for the Debtor’s estate. Absent a sale to Peterson, the value of the Fabrication Work on the July Delivery Generators will be lost and the materials used in connection with the work will likely need to be sold for scrap value.

17. Second, by selling the Goods to Peterson, the Trustee will enable Peterson to minimize any damages it would incur as a result of failing to meet its delivery deadlines to Amazon. These are damages that Peterson would likely be able to pass on to the estate and offset against its receivable owing to the Debtor. By minimizing Peterson’s damages, the sale maximizes the value of the Outstanding Peterson Receivable to the Debtor’s estate.

18. Third, selling the Goods to Peterson will result in an immediate cash infusion of \$596,994.00 to the Debtor’s estate. These are funds which can be used to finance the completion of the Fabrication Work on the remaining Generators, to finance the completion of Fabrication Work for third parties, and to finance the ongoing expenses of the estate.

19. Fourth, by establishing the Estimated Completion Reserve Holdback, there is no prejudice to the Debtor’s estate or any secured creditors. To the extent the value of the Goods exceed \$596,994.00, the estate will retain the right to obtain up to the full Contract price for the Goods (less freight) at a later date, with full notice and opportunity to object to all parties in interest.

20. For the foregoing reasons, in the Trustee’s business judgment selling the Goods will result in the best recovery for the Debtor’s estate and its creditors.

EMERGENCY CONSIDERATION

21. Peterson's first delivery deadline for July Delivery Generators to Amazon is July 23, 2018. To best position Peterson and the estate to avoid damages claims, which could be subject to offset against the Outstanding Peterson Payables, emergency relief is necessary and appropriate. As detailed above, with the Estimated Completion Reserve Holdback, there is no prejudice to the estate or creditors by providing for relief on shortened notice. Accordingly, the Trustee respectfully requests that the Court consider this Motion on an emergency basis.

NOTICE

22. The trustee will provide notice of this Motion to (i) the Office of the United States Trustee for the Southern District of Texas, (ii) Center Lane Partners Master Credit Fund II, L.P., which has filed a blanket UCC with respect to the Debtor's assets, (iii) counsel to the Debtor, (iv) the twenty largest unsecured creditors, (v) any parties who have filed notices of appearance with the Court, and (vi) counsel to Peterson.

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CONCLUSION

WHEREFORE, the Trustee respectfully requests that the Court enter an order, substantially in the form of the proposed order attached to this Motion, authorizing the Trustee to sell the Goods to Peterson on the terms detailed herein.

Dated: July 18, 2018

Respectfully submitted,

DIAMOND McCARTHY LLP

/s/ Kyung S. Lee

Kyung S. Lee (TBA No. 12128400)

R. J. Shannon (TBA No. 24108062)

Two Houston Center

909 Fannin, 37th Floor

Houston, TX 77010

Telephone: (713) 333-5100

Facsimile: (713) 333-5199

Counsel for Rodney D. Tow, Chapter 7

*Trustee for Koontz-Wagner Custom Control
Holdings LLC*

CERTIFICATE OF SERVICE

I hereby certify that on July 18, 2018, a true and correct copy of this Motion was served on all parties on the attached service list, via either ECF Notification or by first class mail, postage prepaid.

/s/ Kyung S. Lee

Kyung S. Lee

Label Matrix for local noticing
0541-4
Case 18-33815
Southern District of Texas
Houston
Wed Jul 18 09:14:46 CDT 2018

Harris County
Linebarger Goggan Blair & Sampson LLP
C/O John P. Dillman
PO Box 3064
Houston, TX 77253-3064

Koontz-Wagner Custom Controls Holdings LLC
6510 Bourgeois Rd.
Houston, TX 77066-3110

Peterson Power Systems, Inc.
P.O. Box 9449
Fountain Valley, CA 92728-9449

4
United States Bankruptcy Court
PO Box 61010
Houston, TX 77208-1010

A Company Inc
P.O. Box 410004
Salt Lake City, UT 84141-0004

ABF Freight Systems, Inc.
813 W. Sample St.
South Bend, IN 46601-2845

AG Equipt. Inc
414 N Kit Ave.
Caldwell, ID 83605-6723

ALTA Equipment Company, Inc.
25538 Network Place
Chicago, IL 60673-1255

ASCO Power Technologies, LP
P.O. Box 73473
Chicago, IL 60673-7473

ATEX Distributing, Inc
2900 W. Orange Ave., #130
Apopka, FL 32703-3327

ATLAS BOLT & SUPPLY, INC.
3217 Rossville Blvd.
Chattanooga, TN 37407-1923

ATS Specialized, Inc.
P.O. Box 1450
Minneapolis, MN 55485-7130

Action Glass Co, Inc.
54978 Mayflower Rd.
South Bend, IN 46628-5058

Adams Remco Inc.
2612 Foundation Dr.
South Bend, IN 46628-4390

Advanced Water Solutions
P.O. Box 1200
South Bend, IN 46624-1200

Advantage Interests, Inc.
7840 W. Little York
Houston, TX 77040-5310

Aeroacoustic Engineering Consultants, LL
8014 Olson Hwy., #210
Minneapolis, MN 55427-4712

Agility Project Logistics, Inc.
P.O. Box 844718
Dallas, TX 75284-4718

Air Filters, Inc.
8282 Warren Rd.
Houston, TX 77040-2602

Airgas Intermountain, Inc
P.O. Box 7430
Pasadena, CA 91109-7430

(p)AIRGAS USA LLC
110 WEST 7TH STREET
SUITE 1300
TULSA OK 74119-1106

Airgas USA, LLC
P.O. Box 802576
Chicago, IL 60680-2576

Airgas USA, LLC (South)
P.O. Box 532609
Atlanta, GA 30353-2609

All Phase Electric Supply Co.
1385 Bendix Dr.
South Bend, IN 46628-2855

Allegheny Steel Distributors, Inc.
P.O. Box 645363
Pittsburgh, PA 15264-5251

Allegiance Crane & Equipment, LLC
P.O. Box 534687
Atlanta, GA 30353-4687

Allegis Corporation
P.O. Box 851354
Minneapolis, MN 55485-1354

Allied Electronics
Attn: A/R Dept.
P.O. Box 2325
Fort Worth, TX 76113-2325

Allied Electronics
P.O. Box 2325
Fort Worth, TX 76113-2325

Alpha Process Sales, Inc.
12850 E. Bournewood Dr.
Sugar Land, TX 77478-2569

Alpha Threaded Products Inc.
6426 Long Dr.
Houston, TX 77087-3408

Alro Steel
1775 Foundation Dr.
Niles, MI 49120-8987

Always Safety & 1st Aid, Inc.
P.O. Box 1407
Alvin, TX 77512-1407

AmeriGas
P.O. Box 7155
Pasadena, CA 91109-7155

American Fire Technologies, LLC
2120 Capital Dr.
Wilmington, NC 28405-6461

American Safety & First Aid
P.O. Box 59
Osceola, IN 46561-0059

Ametek-Soildstate Controls
875 Dearborn Dr.
Columbus, OH 43085-1596

Anheuser Marketing, Inc.
6941 Peachtree Industrial Blvd.
Norcross, GA 30092-3601

Anixter Bros. Inc.
P.O. Box 847428
Dallas, TX 75284-7428

Anixter, Inc.
P.O. Box 842591
Dallas, TX 75284-2591

Apollo Printing & Graphics
731 S. Michigan St.
South Bend, IN 46601-3101

Atlas Supply, Inc
611 S. Charlestown St.
Seattle, WA 98108-5239

Austin Hardware & Supply, Inc
Dept. CH 19373
Palatine, IL 60055-0001

Barton Mines, LLC
Barton Mines Company, LLC
P.O. Box 62516
Baltimore, MD 21264-2516

Bennett Machine & Welding Works
512 Main St.
Caldwell, ID 83605-3740

Best One Tire & Service of South Bend
2014 E. McKinley Ave.
Mishawaka, IN 46545-7204

Betenbender Mfg, Inc.
P.O. Box 140
Coggon, IA 52218-0140

Bisco Industries Inc
4424 S. 700 S., #120
Salt Lake City, UT 84107

Boise Calibration Service, Inc
7482 W. Lemhi St.
Boise, ID 83709-2835

Boise Rigging Supply, Inc.
P.O. Box 16627
Boise, ID 83715-6627

Bolig Vision Center, LLC
2746 Old US 20 W, Suite B
Elkhart, IN 46514-1365

Bonita Cleaning Service
21543 Sullivan Forest Dr.
Porter, TX 77365-5957

Bonneville Industrial Supply Co
P.O. Box 51328
Idaho Falls, ID 83405-1328

Branom Instrument Co
P.O. Box 80307
Seattle, WA 98108-0307

Brown Strauss Steel Inc.
P.O. Box 16450
Salt Lake City, UT 84116-0450

Brucker Company, Inc.
1200 Greenleaf Ave.
Elk Grove Village, IL 60007-5519

C&R Sales and Repairing, Inc.
P.O. Box 1859
Red Oak, TX 75154-1567

CA Dept of Tax & Fee Administration
P.O. Box 942879
Sacramento, CA 94279-0001

CGED
15/17 bvd Charles De Gaulle
Montrouge, CA 92120

CSI Heavy Haul
24015 Interstate 10
Wallisville, TX 77597-3032

CWB Group-Industry Services
P.O. Box 46035 Postal Station A
Toronto, ON

California Dynamics Corp
5572 Alhambra Ave.
Los Angeles, CA 90032-3195

California Franchise Tax Board
P.O. Box 942857
Sacramento, CA 94257-0500

Canyon Logistics
P.O. Box 55
Humble, TX 77347-0055

Capitol Environmental
P.O. Box 150056
Austin, TX 78715-0056

Cardinal Pump
12154 Lackland Rd.
Saint Louis, MO 63146-4004

Catepillar Financial Services Corp.
2120 West End Ave.
Nashville, TN 37203-5341

Caterpillar Financial Services Corporati
P.O. Box 730669
Dallas, TX 75373-0669

Center Lane Partners
60 E. 42nd St., #1250
New York, NY 10165-1299

Centerpoint Energy Services, Inc.
P.O. Box 301149
Dallas, TX 75303-1149

Certif-A-Gift Co.
P.O. Box 66210
Chicago, IL 60666-0210

Chassis King
1016 Ponce de Leon Blvd.
Clearwater, FL 33756-1082

Chattanooga Gas
P.O. Box 5408
Carol Stream, IL 60197-5408

Chris Thate
7711 Dashwood Dr.
Houston, TX 77036-4937

Clean Seal, Inc.
P.O. Box 2919
South Bend, IN 46680-2919

Cleaveland/Price Inc.
14000 Rt. 993
Trafford, PA 15085-9550

Clemtex II
248 McCarty
Houston, TX 77029-1138

Clover Associates, Inc.
d/b/a Clover Machinery Movers
1906 Clover Road
Mishawaka, IN 46545-7245

CoFlex, Inc.
851 Rt. 6
Shohola, PA 18458-3509

Coffee Time
55645 Currant Rd., #4
Mishawaka, IN 46545-4801

Columbia Electric Supply
P.O. Box 1120
Vancouver, WA 98666-1120

Commercial Air Solutions
P.O. Box 23564
Chattanooga, TN 37422-3564

Commercial Door & Hardware
22578 FM 365
Beaumont, TX 77705-8835

Concur - ACH
62157 Collections Center Dr.
Chicago, IL 60693-0001

Container Management Inc
8500 E. 116th St., #607
Fishers, IN 46038-0380

Coosa Steel Corporation
P.O. Box 187
Rome, GA 30162-0187

Crawford Electric Supply Co., Inc.
P.O. Box 847160
Dallas, TX 75284-7160

Cummins Rocky Mtn
8949 S. Federal Way
Boise, ID 83716-9633

D&B Supply
3303 E. Linden
Caldwell, ID 83605-6077

DEQ State Office
1410 N. Hilton
Boise, ID 83706-1253

DHL Express (USA) Inc.
16592 Collections Center Dr.
Chicago, IL 60693-0165

Dave & Tom of Idaho, LLC
2259 Haw Creek Cir.
Emmett, ID 83617-8999

Dave & Tom of Idaho, LLC
P.O. Box 97
Caldwell, ID 83606-0097

Dave & Tom, LLC
2259 Haw Creek Cir.
Emmett, ID 83617-8999

DeFelsko Corporation
800 Proctor Ave.
Ogdensburg, NY 13669-2205

Deka Battery
1920 N. Kenmore St.
South Bend, IN 46628-1637

Delta Management Company, LLC
52733 Willowbend Dr.
Granger, IN 46530-7472

Deluxe Sheet Metal Inc.
6561 Lonewolf Dr., #100
South Bend, IN 46628-8466

Denton Enterprises
5615 Meadow Ct.
Nampa, ID 83687-8639

Department of Labor
402 W. Washington St., RM. W195
Indianapolis, IN 46204-2751

Department of Labor
900 Georgia Ave., #15
Chattanooga, TN 37402-2246

Dex West
P.O. Box 79167
Phoenix, AZ 85062-9167

Dominion Building Products
P.O. Box 642184
Pittsburgh, PA 15264-2184

Dynalectric Company
5711 SW Hood Ave.
Portland, OR 97239-3715

EIS, Inc.
P.O. Box 1347
Elmhurst, IL 60126-8347

ENI Labs
3120 Independence Dr.
Fort Wayne, IN 46808-4501

EPB Electric Power
Attn: Remittance Processing (power)
P.O. Box 182254
Chattanooga, TN 37422-7254

Eaton Corporation
P.O. Box 93531
Chicago, IL 60673-3531

Echo Global Logistics
22168 Network Pl.
Chicago, IL 60673-1221

Eichstedt Manufacturing, Inc.
23030 W. Ireland Rd.
South Bend, IN 46614-4414

Electrical Wholesale Supply, Inc
P.O. Box 51980
Idaho Falls, ID 83405-1980

Engineered Air C/O Commerce Bank
P.O. Box 801618
Kansas City, MO 64180-1618

Environmental Safety Products
700 W. 6th St.
Michigan City, IN 46360-3866

Estes Express Lines, Inc.
P.O. Box 25612
Richmond, VA 23260-5612

Examintetics, Inc
10561 Barlkey Pl., #400
Overland Park, KS 66212-1836

Executive Personnel Services, Inc.
P.O. Box 56346
Atlanta, GA 30343-0346

Express Personnel Services
5616 NW 135th, Suite A
Oklahoma City, OK 73142

FSS Security. LLC
P.O. Box 1204
Houston, TX 77251-1204

Farwest Corrosion Control Co.
3825 Paris St.
Denver, CO 80239-3332

Farwest Steel Corporation
P.O. Box 1026
Eugene, OR 97440-1026

Fastenal Company
P.O. Box 1286
Winona, MN 55987-7286

Fasteners, Inc. (Colony Hardware Corp.)
29276 Network Place
Chicago, IL 60673-1292

Ferguson Enterprises, Inc.
FEI #420
P.O. Box 802817
Chicago, IL 60680-2817

Filnor Inc.
227 N. Freedom Ave.
Alliance, OH 44601-1897

Finish Master Inc.
115 W. Washington St., #700S
Indianapolis, IN 46204-3761

Fishers Technology
575 E. 42nd St.
Garden City, ID 83714-6322

Flame Seal Products, Inc.
15200 West Dr.
Houston, TX 77053-4831

Fluid Connector Products
8432 Solution Center
Chicago, IL 60677-8004

Foam Kote, Inc.
1102 Minnesota St.
South Houston, TX 77587-4949

Foundation Building Materials
Home Acres Building Supply Co., LLC
6872 Paysphere Circle
Chicago, IL 60674-0068

Frank P. Tirotta
23166 Brick Rd.
South Bend, IN 46628-9721

G&H Diversified Mfg, LP
11660 Briitmoore Park Dr.
Houston, TX 77041-6917

G.W. Berkheimer Co.
P.O. Box 1247
Portage, IN 46368-9047

GEXPRO - Atlanta
P.O. Box 742833
Atlanta, GA 30374-2833

GP South LLC
129 N. 10th St., Capitol Hall
Lincoln, NE 68508-3633

Gale Contractor Services
2908 Brandt Ave.
Nampa, ID 83687-6856

Gould & Ratner LLP
222 N. LaSalle St., #800
Chicago, IL 60601-1086

Gravograph-New Hermes
P.O. Box 530103
Drawer No GA00086
Atlanta, GA 30353-0103

Graybar Electric Co., Inc.
12431 Collections Dr.
Chicago, IL 60693-0001

Great America Financial Services Group
P.O. Box 660831
Dallas, TX 75266-0831

(p)GREATAMERICA FINANCIAL SERVICES CORPORATIO
PO BOX 609
CEDAR RAPIDS IA 52406-0609

Green Distributors, Inc.
P.O. Box 58
Bloomington, IL 60108-0058

Griffen P&H, Inc.
2310 Toledo Rd.
Elkhart, IN 46516-5537

Grimes Industrial, Inc.
929 E. Main St.
Tomball, TX 77375-6724

HYG Financial Services Inc.
P.O. Box 14545
Des Moines, IA 50306-3545

Harco Manufacturing Co
1000 Industrial Pkwy.
Newberg, OR 97132-7071

Harris County et al.
c/o John P. Dillman
Linebarger Goggan Blair & Sampson LLP
P.O. Box 3064
Houston, Tx 77253-3064

Hatchell & Associates
414 W. Fullerton Ave.
Elmhurst, IL 60126-1403

Hevi-Haul International, LTD
P.O. Box 580
Menomonee Falls, WI 53052-0580

Hoosier Crane Service Co.
2423 Lowell St.
Elkhart, IN 46516-5710

Hudson Building Systems
10412 Rockley Rd.
Houston, TX 77099-3556

Hypertherm, Inc
21 Great Hollow Rd.
Hanover, NH 03755-3124

Idaho Dept. of Labor
4514 Thomas Jefferson st.
Caldwell, ID 83605-5100

Idaho Environmental Services, LLC
d/b/a IES Waterowkrs
P.O. Box 231
Notus, ID 83656-0231

Idaho Freight Connection, LLC
P.O. Box 357
Homedale, ID 83628-0357

Idaho Mobile Equipment
26003 Kingsbury Rd.
Middleton, ID 83644-6099

Idaho Tank & Culvert, Inc
724 Taylor Ave.
Meridian, ID 83642-2486

Idaho Tool
452 Caldwell Blvd.
Nampa, ID 83651-1925

(p)ILLINOIS DEPARTMENT OF REVENUE
BANKRUPTCY DEPARTMENT
P O BOX 64338
CHICAGO IL 60664-0338

Impact, Inc.
P.O. Box 88068
Seattle, WA 98138-2068

Indiana Dept of Revenue
105 E. Jefferson Blvd., #350
South Bend, IN 46601-1938

Indiana Dept. of Environmental Mgmt.
100 N. Senate Ave.
Indianapolis, IN 46204-2210

Indiana Michigan Power
P.O. Box 24412
Canton, OH 44701-4412

Industrial Climate Engineering (ICE)
P.O. Box 6407
Carol Stream, IL 60197-6407

Industrial Door of Northern Indiana
3839 S. Main St.
South Bend, IN 46614-2521

Industrial Metal Fab, Inc.
2806 W. Sample St.
South Bend, IN 46619-3299

Industrial Products Corporation
119 S. Sherrin Ave., #120
Louisville, KY 40207-3235

Industrial Realty Group
11100 Santa Monica Blvd., #850
Los Angeles, CA 90025-2399

Intermountain Gas Company
P.O. Box 5600
Bismarck, ND 58506-5600

Internal Revenue Service
P. O. Box 7346
Philadelphia, PA 19101-7346

Interstate Industrial Services Mgmt, LLC
4201 Langley Rd.
Houston, TX 77093-5006

Intertek Testing Services NA Inc
P.O. Box 405176
Atlanta, GA 30384-5176

Irrevocable Trust of Thomas J. Snow
c/o Nancy Snow Evitt
9204 Hopi Trail
Ooltewah, TN 37363-8678

Isaac B. Centeno
10706 Cora St., #78
Houston, TX 77088-3240

Ivy Tech Community College
220 Dean Johnson Blvd.
South Bend, IN 46601-3415

J & G Supply Inc.
P.O. Box 902
La Porte, IN 46352-0902

J M Test Systems, Inc.
P.O. Drawer 45489
Baton Rouge, LA 70895-4489

JDM Steel Service, Inc.
8581 Solution Center
Chicago, IL 60677-8005

JSW Properties, LLC
120 Nowlin Ln.
Chattanooga, TN 37421-3574

Johnson Supply
10151 Stella Link
Houston, TX 77025-5398

K-wood Products Co.
25785 State Rd. 2
South Bend, IN 46619-4796

KC Auto Paint and Supplies, Inc.
811 2nd St. South
Nampa, ID 83651-3810

KMH Systems, Inc.
P.O. Box 575
Northbrook, IL 60065-0575

Kasten Blasting & Coatings, LLC
8065 Cox's Dr.
Portage, MI 49002-5827

Kele Solutions
P.O. Box 842545
Dallas, TX 75284-2545

Kim Hotstart Mfg. Co.
P.O. Box 11245
Spokane, WA 99211-1245

Kingman Storage, LLC
2740 W. Lexington Ave.
Elkhart, IN 46514-1447

Kirby-Risk Electric Supply
27561 Network Pl.
Chicago, IL 60673-1275

Kloekner Metals Corporation
500 Colonial Center Pkwy., #500
Roswell, GA 30076-8853

Koontz-Wagner Construction Services, LLC
3801 Voorde Dr., Suite B
South Bend, IN 46628-1643

Krueger Sentry Gauge
1873 Siesta Ln.
Green Bay, WI 54313-8021

Labor of Love Cleaning Service
809 Claire St.
Rossville, GA 30741-5674

Land O' Lakes
P.O. Box 840897
Dallas, TX 75284-0897

Landstar Inway, Inc.
12793 Collections Center Dr.
Chicago, IL 60693-0127

Lennon Crane and Equipment Co.
17131 Beaton Rd. SE
Monroe, WA 98272-2745

Leonard Petroleum Equipment
P.O. Box 170219
Boise, ID 83717-0219

Letters Express Inc.
d/b/a Worldwide Express
29228 Network Pl
Chicago, IL 60673-1292

Lightning Master Corporation
P.O. Box 6017
Clearwater, FL 33758-6017

Lord Construction Services, LLC
P.O. Box 363408
San Juan, PR 00936-3408

MC Supply & Service Inc.
3907 Marvihill
Valparaiso, IN 46383-6950

MSC Industrial Supply Co., Inc
Dept. CH 0075
Palatine, IL 60055-5075

MTI
30836 CR 8
Elkhart, IN 46514-7947

Madison
27 Business Park Dr.
Branford, CT 06405-2954

Mainfreight, Inc.
1400 Glenn Curtiss St.
Carson, CA 90746-4030

Marathon Special Products
P.O. Box 468
Bowling Green, OH 43402-0468

Maria Mittiga
26142 Twin Lakes Trail
South Bend, IN 46628-9537

Martell Electric, LLC
P.O. Box 3965
South Bend, IN 46619-0965

Marvair, A Division of Airxcel, Inc.
P.O. Box 6407
Carol Stream, IL 60197-6407

Material Control, Inc.
P.O. Box 168
Crosswell, MI 48422-0168

Maxim Crane Works, LP
Lockbox #774389
4389 Solutions Center
Chicago, IL 60677-4003

McCall Industrial
P.O. Box 15427
Boise, ID 83715-5427

McMaster-Carr Supply Company
P.O. Box 7690
Chicago, IL 60680-7690

Meitec, Inc.
2800 Veterans Blvd., #260
Metairie, LA 70002

Mersen
P.O. Box 7247-6444
Philadelphia, PA 19170-6444

Metalworking Machine Systems, Inc.
500 N. Nappanee St., Suite 5A
Elkhart, IN 46514-1502

Metamation, Inc
1465 Terminal Way, #2
Reno, NV 89502-3200

Metro Fabricating, LLC.
1650 Tech Dr.
Bay City, MI 48706-9792

Michigan Department of Treasury
Lansing, MI 48922-0001

Michigan Dept of Licensing
and Regulatory Affairs
P.O. Box 30004
Lansing, MI 48909-7504

Microclean, Inc
1720 Industrial Rd.
Nampa, ID 83687-6713

Mid-States Bolt & Screw Co., Inc.
P.O. Box 2050
Flint, MI 48501-2050

Midwest Fire Protection Co. Inc.
26436 W. US 12
P.O. Box 279
Sturgis, MI 49091-0279

Miller Hydraulic Service
2810 S. Main St.
P.O.Box 2732
South Bend, IN 46680-2732

Morrison Bros Inc
P.O. Box 238
Dubuque, IA 52004-0238

Mountain High Shredding Inc.
13790 Creston St.
Mishawaka, IN 46544-9768

Mountain View Engineering, Inc
345 N. Main St., Suite A
Brigham City, UT 84302-2664

N.W. Crane Service, Inc.
P.O. Box 88
Hermiston, OR 97838-0088

NAPA
2221 Cleveland
Caldwell, ID 83605-4467

NATCON (National Consolidated Corp)
25855 State Rd. 2
South Bend, IN 46619-4736

NMHG Financial Services
10 Riverview Dr.
Danbury, CT 06810-6268

Nelson Fuel, Inc.
1511 S. Olive St.
South Bend, IN 46619-4297

New Mexico Taxation & Revenue Dept.
P.O. Box 8485
Albuquerque, NM 87198-8485

New York State Dept of Taxation
and Finance
Attn: Office of Counsel, Bldg. 9
W A Harriman Campus
Albany, NY 12227-0001

Newark
33190 Collection Center Dr.
Chicago, IL 60693-0331

Nitro Environmental LLC
3011 Hwy. 30 W., #101-121
Huntsville, TX 77340-3534

Nolan Power Group, LLC
P.O. Box 54986
New Orleans, LA 70154-4986

Norbryhn Equipment Co.
3711 Newby St.
Nampa, ID 83687-9224

Norco
P.O. Box 413124
Salt Lake City, UT 84141-3124

Norman Perry Trophies & Engraving
244 S. Olive St.
South Bend, IN 46619-2100

O'Neal Flat Rolled Metals
P.O. Box 951858
Dallas, TX 75395-1858

O'Neal Industries
P.O. Box 934243
Atlanta, GA 31193-4243

OJS Building Services, Inc.
P.O. Box 418
South Bend, IN 46624-0418

OSHA
690 S Loop 336 West, #400
Conroe, TX 77304-3320

Office Depot, Inc
P.O. Box 633204
Cincinnati, OH 45263-3204

Ohio Dept. of Taxation
30 E. Broad St. 21st Fl.
Columbus, OH 43215-3414

Oil Service, Inc
3498 Grand Ave.
Pittsburgh, PA 15225-1508

OnSite Services, LLC
P.O. Box 190574
Boise, ID 83719-0574

Oregon Dept. of Consumer Business
Revenue Services Station
PO Box 14610
Salem, OR 97309-0445

Orr Safety Equipment
1266 Reliable Pkwy.
Chicago, IL 60686-0012

Oscilloscope Services, Inc.
7827 Kingsley St.
Houston, TX 77087-4637

Overhead Door Co Of South Bend
58745 Executive Drive
P.O. Box 907
Mishawaka, IN 46546-0907

Overhead Door Company of Houston
11533 S. Main St.
Houston, TX 77025-5987

PEI Engineering Services, Inc.
58640 State Rd. 15
Goshen, IN 46528-8670

PPG Architectural Finishes, Inc.
19053 Interstate 45, Suite C
Conroe, TX 77385-8742

Pacific Steel
1900 20th St. North
PO Box 530
Nampa, ID 83653-0530

Panache Engineering
150 N. Santa Anita Ave., #300
Arcadia, CA 91006-3116

Pearman Contracting, LLC.
P.O. Box 14
Greenleaf, ID 83626-0014

Pennsylvania Dept. of Revenue
P.O. Box 280905
Harrisburg, PA 17128-0905

Per Mar Security Services
P.O. Box 1101
Davenport, IA 52805-1101

Performance Plus
The Performance Companies, Inc.
PO Box 10846
Merrillville, IN 46411-0846

Petrol Services
219 W. 40th St.
Garden City, ID 83714-6409

Phoenix Fastener and Supply Inc
15219 Stuebner Airline Rd., #33
Houston, TX 77069-2119

Phoenix Metal
P.O. Box 932589
Atlanta, GA 31193-2589

Phoenix Tires
P.O. Box 983
Friendswood, TX 77549-0983

Platt
P.O. Box 418759
Boston, MA 02241-8759

Praxair Distribution Inc
Dept. 0812
PO Box 120812
Dallas, TX 75312-0812

Praxair Distribution, Inc.
Dept CH 10660
Palatine, IL 60055-0660

Preferred Shipping Inc
12835 Jess Pirtle Blvd.
Sugar Land, TX 77478-2860

Primary Engineering, Inc.
P.O. Box 3664
Carmel, IN 46082-3664

Primary Health
10482 W. Carlton Bay Dr.
Garden City, ID 83714-5143

Primax Technologies, Inc.
65 Hymus Blvd.
Pointe-Claire, Quebec

Pro Industries, Inc
206 Varner Dr. SW
Mc Donald, TN 37353-5633

Professional Welding Supply
P.O. Box 19811
Houston, TX 77224-9811

Proservcrane & Equipment, Inc.
P.O. Box 670965
Houston, TX 77267-0965

Proshred of Houston
12703 Capricorn Dr., #100
Stafford, TX 77477-4025

Punch Press and Shear
8 Ellis Rd.
League City, TX 77573-1720

R.W. Little & Associates
P.O. Box 171
Brimfield, IL 61517-0171

RC Industries, Inc.
555 County Rd. 15
Elkhart, IN 46516-9784

RMS Energy Co., LLC
1900 E. 66th Ave.
Denver, CO 80229-7424

RST Inc
P.O. Box 357
Homedale, ID 83628-0357

Rackmount Solutions, LTD
P.O. Box 451537
Garland, TX 75045-1537

Rain Mizer Gutters
5606 Rocky Trail Dr.
Kingwood, TX 77339-3384

Rapid Electroplating Process
1603 S. Michigan Ave.
Chicago, IL 60616-1209

Recycling & Waste Reduction
8001 Boat Club Rd., Suite B
Fort Worth, TX 76179-3636

Red-D-Arc Welderentals
P.O. Box 532618
Atlanta, GA 30353-2618

Ricoh Usa, Inc
13430 Northwest Frwy., #500
Houston, TX 77040-6020

River Bend Hose Specialty
1111 S. Main
South Bend, IN 46601-3398

Root Rents
2602 Cleveland Blvd.
Caldwell, ID 83605-4439

Royal Cup Coffee
P.O. Box 170971
Birmingham, AL 35217-0971

Russell Products Inc.
710 Commerce Dr.
Bristol, IN 46507-9354

SAIA Motor Freight Line, LLC
11465 Johns Creek Pkwy., #400
Johns Creek, GA 30097-1572

Safety Wear LTD
P.O. Box 2904
Orange, TX 77631-2904

Safety-Kleen
P.O. Box 382066
Pittsburgh, PA 15250-8066

Safety-Kleen
P.O. Box 650509
Dallas, TX 75265-0509

Samuel, Son & Co. Inc. MW Division
5022 Ashley Ct.
Houston, TX 77041-6911

Sherwin Williams
3210 Nimitz Pkwy.
South Bend, IN 46628-4316

Sherwin Williams (south)
1315 E. 23rd St.
Chattanooga, TN 37404-5751

Shred-it USA - Knoxville
P.O. Box 13574
Newark, NJ 07188-3500

Siemens Financial Services
170 Wood Ave. South
Iselin, NJ 08830-2726

Siemens Financial Services
301 Lindenwood Ave., #215
Malvern, PA 19355-1774

Siemens Industry, Inc.
P.O. Box 2715
Carol Stream, IL 60132-2715

SmartSign
300 Cadman Plaza W., #1303
Brooklyn, NY 11201-3226

Snow Evitt Partnership
c/o Nancy Snow Evitt
9204 Hopi Trail
Ooltewah, TN 37363-8678

South Bend Tribune
225 W. Colfax Ave.
South Bend, IN 46626-1001

(c)SOUTHERN AUTO BODY SUPPLY
1830 WASHINGTON ST
CHATTANOOGA TN 37408-2018

St. Joseph Paper & Packaging
P.O. Box 3908
South Bend, IN 46619-0908

Stanz Food Service, Inc.
P.O. Box 24
South Bend, IN 46624-0024

Staples
P.O. Box 105638
Atlanta, GA 30348-5638

State of Idaho
Department of Water Resources
2735 Airport Way
Boise, ID 83705-5082

Steinhoffer Scale Co., Inc
55645 Currant Rd.
Mishawaka, IN 46545-4801

Sterling Battery Co
P.O. Box 4947
Boise, ID 83711-4947

Storage Battery Systems, LLC
N56 W16665 Ridgewood Dr.
Menomonee Falls, WI 53051-5672

Strata
8653 W. Hackamore Dr.
Boise, ID 83709-1667

Structural Edge Engineering
5509 N. Glenwood St.
Garden City, ID 83714-1336

Summit Contractor Supply, Inc.
25453 State Rd. 2
South Bend, IN 46619-4806

Sunscapes, Inc.
13740 Range Line Rd.
Niles, MI 49120-9020

Superior Paint & Glass
315 Cleveland Blvd.
Caldwell, ID 83605-3697

Suprahelio Consulting LLC/Aaron Alexande
13303 E. Lakeview Rd.
Glencoe, OK 74032-3203

TBS Trucking - T Boys and Sons Trucking,
P.O. Box 2851
Houston, TX 77252-2851

TDS Door Company
27992 West IL Hwy. 120, Unit 132
Lakemoor, IL 60051-7263

THB, Inc
95 North 400 West
North Salt Lake, UT 84054-2722

TQS, Inc
14610 Sheraton
Houston, TX 77039-1226

TTI Oil - Texas INE, Inc
6438 Long Dr.
Houston, TX 77087-3408

TUV Rheinland Industrial Solutions Inc.
P.O. Box 417532
Boston, MA 02241-7532

TW Telecom
c/o Level 3 communications, LLC
P.O. Box 910182
Denver, CO 80291-0182

TX Commission on Environmental Quality
P.O. Box 13087
Austin, TX 78711-3087

Tacoma Screw Products, Inc.
P.O. Box 35165
Seattle, WA 98124-5165

Taylor Brothers Fire & Safety, Inc
P.O. Box 16351
Boise, ID 83715-6351

Team Consulting, Inc
516 E. Marion St.
Mishawaka, IN 46545-6508

Tennessee American Water
P.O. Box 371880
Pittsburgh, PA 15250-7880

Tennessee Dept. of Revenue
David Gerregano
500 Deaderick St.
Nashville, TN 37242-0001

Tennessee Galvanizing, Inc
P.O. Box 4539
Chattanooga, TN 37405-0539

Terracon Consultants, Inc
P.O. Box 843358
Kansas City, MO 64184-3358

(p)TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION
PO BOX 13528
AUSTIN TX 78711-3528

Texas Department of Licensing and Regula
P.O. Box 12157
Austin, TX 78711-2157

Texas Workforce Commission
17517 State Hwy. 249
Houston, TX 77064-1012

The Dillon Group Inc.
1117 E. Plaza Dr.
Eagle, ID 83616-6531

The Exit Store
303 W. Lancaster Ave., #138
Wayne, PA 19087-3938

The Filter Factory, Inc.
P.O. Box 1797
Santa Ynez, CA 93460-1797

The Sign Center
11473 W. Fairview Ave.
Boise, ID 83713-7940

The Sign Shoppe
3610 E. Cleveland
Caldwell, ID 83605-6040

Titus Manugacturing
9887 E. 6B Rd.
Plymouth, IN 46563-8913

Tour Ice of Ontario
359 SE 2nd St.
Ontario, OR 97914-2825

Trainers Over Texas, Inc.
2914 Dunnbrook Dr.
Seagoville, TX 75159-1448

Trans United, Inc.
Marquette Transportation Finance, Inc.
NW 7939
PO Box 1450
Minneapolis, MN 55485-7939

Treasure Valley Coffee
11875 President Dr.
Boise, ID 83713-8976

Tri-State Electrical Contractors, LLC
2101 Fort St.
Chattanooga, TN 37408-2414

Trinity Logistics, Inc
P.O. Box 62702
Baltimore, MD 21264-2702

Turnstone EH&S, Inc.
1322 Space Park Dr., Suite C-139
Houston, TX 77058-3542

Twelco, Inc
7411 Wright Rd.
Houston, TX 77041-2421

US Environmental Protection Agency
1200 Pennsylvania Ave.
Washington, DC 20460-0003

US HealthWorks Medical Group of Indiana
P.O. Box 404480
Atlanta, GA 30384-4480

US Trustee
Office of the US Trustee
515 Rusk Ave
Ste 3516
Houston, TX 77002-2604

USI Inc.
P.O. Box 4105
Woburn, MA 01888-4105

Uline
2200 S. Lakeside Dr.
Waukegan, IL 60085-8311

Underwriters Laboratories Inc.
P.O. Box 75330
Chicago, IL 60675-5330

UniFirst Corporation
3920 Crescent Cir.
South Bend, IN 46628-6137

Unishippers
P.O. Box 1120
Meridian, ID 83680-1120

United Coatings Technologies
1011 S. Main St.
South Bend, IN 46601-3335

United Oil
P.O. Box 160
Caldwell, ID 83606-0160

United Rentals
P.O. Box 100711
Atlanta, GA 30384-0711

United Rentals Northwest, Inc
File 51122
Los Angeles, CA 90074-0001

VFP Fire Systems
P.O. Box 74008409
Chicago, IL 60674-8409

Vanguard Fire & Security Systems, Inc.
P.O. Box 9218
Wyoming, MI 49509-0218

Velocity Business Products, Inc.
335 Pennbriht Dr., #130
Houston, TX 77090-5909

Victor Insulators, Inc.
280 Maple Ave.
Victor, NY 14564-1385

W.W. Grainger, Inc.
Dept. 810568832
Palatine, IL 60038-0001

WCS Quality Registrars, LLC
P.O. Box 940637
Houston, TX 77094-7637

WESCO Distribution. Inc.
7049 Brookhollow West Dr.
Houston, TX 77040-3241

Washington State Dept. of Revenue
P.O. Box 47464
Olympia, WA 98504-7464

Weld Force Solutions, LLC
12518 Foxton Rd.
Houston, TX 77048-3811

Wells Fargo
90 S. 7th St., 16th Fl.
Minneapolis, MN 55479-0001

Wells Fargo Credit Card
420 Montgomery St.
San Francisco, CA 94104-1298

Western Specialties Inc
5265 N. Sawyers Ave.
Boise, ID 83714-1496

Westowns Disposal Inc
P.O. Box 754
Homedale, ID 83628-0754

Wiley Road Industrial Park, L.P.
3801 Voorde Dr.
South Bend, IN 46628-1643

Williams Industrial Services Group Inc
400 E. Las Colinas, #400
Irving, TX 75039-5534

Williams Industrial Services Group LLC
100 Crescent Centre Pkwy., #1240
Tucker, GA 30084-7063

Workforce Corp Health
P.O. Box 189
Chattanooga, TN 37401-0189

Working Persons Store
1608 Commerce Dr.
South Bend, IN 46628-1503

Yale Carolinas
9839 South Tryon
Charlotte, NC 28273-6505

ZFA Structural Engineers
1212 Fourth St., Suite Z
Santa Rosa, CA 95404-4039

Mark Edward Andrews
Dykema Cox Smith
1717 Main Street, Suite 4200
Dallas, TX 75201-4876

Rodney D Tow
Rodney Tow, PLLC
1122 Highborne Cay Court
Texas City, TX 77590-1403

Airgas USA, LLC
P.O. Box 676015
Dallas, TX 75267

GreatAmerica Financial Services Corp.
P.O. Box 660831
Dallas, TX 75266-0831

Illinois Dept. of Revenue
James R. Thompson Center - Concourse
100 West Randolph St.
Chicago, IL 60601-3274

Texas Comptroller of Public Accounts
P.O. Box 13528, Capitol Station
Austin, TX 78711-3528

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Southern Auto Body Supply
1823 Rossville Ave.
Chattanooga, TN 37408

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)Cummins Inc.

(u)Delta Management
52733 Willow Bend Dr.
OH 45530-7472

(d)Fastenal Company, Inc.
P.O. Box 1286
Winona, MN 55987-7286

(d)GP South, LLC
129 N. 10th St.
Capitol Hall
Lincoln, NE 68508-3633

(u)Idaho State Tax Commission
P.O. Box 36
81722-0410

(d)Michigan Dept. of Treasury
Lansing, MI 48922-0001

(d)The Dillon Group, Inc.
1117 E. Plaza Dr.
Eagle, ID 83616-6531

End of Label Matrix
Mailable recipients 384
Bypassed recipients 7
Total 391

EXHIBIT 1

Itemization of the July Delivery Generators and Estimated Costs to Complete

ITEM	Serial	Job Name	Peterson Power PO	Generator Serial # (owned by Peterson Power)	Status	Contract Amt
ITEM 1	12001B01-01	AMAZON PDX60 PH 7 OLD	YM180392N001	SBK02739	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$108,020.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$21,020.00)
					Amount paid to estate	\$81,000.00
ITEM 2	12001B01-02	AMAZON PDX60 PH 7 OLD	YM180392N001	SBK02749	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$108,020.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$21,020.00)
					Amount paid to estate	\$81,000.00
ITEM 3	12018B01-01	AMAZON PDX80 PH 2 OLD	YM180136N001	SBK02672	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$108,020.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$21,020.00)
					Amount paid to estate	\$81,000.00
ITEM 4	12018B01-02	AMAZON PDX80 PH 2 OLD	YM180136N001	SBK02679	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$108,020.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$21,020.00)
					Amount paid to estate	\$81,000.00
ITEM 5	12019B01-01	AMAZON PDX61 PH 1 NEW	YM170982N003	SBK02680	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$94,742.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$26,280.00)
					Amount paid to estate	\$62,462.00
ITEM 6	12019B01-02	AMAZON PDX61 PH 1 NEW	YM170982N003	SBK02687	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$94,742.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$26,280.00)
					Amount paid to estate	\$62,462.00
ITEM 7	12019B01-03	AMAZON PDX61 PH 1 NEW	YM170982N003	SBK02663	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$94,742.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$26,280.00)
					Amount paid to estate	\$62,462.00
ITEM 8	11950B01-01	AMAZON PDX58 PH 7 OLD	YM180447N001	SBK02752	GENERATOR, ENCLOSURE, TANK PARTIALLY INTEGRATED	\$108,020.00
					Freight to the site- included in original P.O. above	(\$6,000.00)
					Labor, material and equipment to complete unit	(\$16,412.00)
					Amount paid to estate	\$85,608.00
TOTAL EMERGENCY PAYMENT TO ESTATE FROM PETERSON POWER						\$596,994.00

PROPOSED ORDER

**THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**Koontz-Wagner Custom Control
Holdings LLC,**

Debtor.

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Case No. 18-33815

(Chapter 7)

**ORDER GRANTING TRUSTEE'S EMERGENCY MOTION FOR
ORDER AUTHORIZING SALE OF CERTAIN INVENTORY AND
WORK IN PROCESS TO PETERSON POER SYSTEMS LLC**

[Relating to ECF No. ____]

The Court, having considered the *Trustee's Emergency Motion for Order Authorizing Sale of Certain Inventory and Work in Process to Peterson Power Systems LLC* (the "Motion"),¹ any responses to the Motion, the statements of counsel, and the record in this case, and having held a hearing on the Motion, finds that: (a) it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the relief requested in the Motion is in the best interests of the Debtor's estate, their creditors, and other parties-in-interest; (d) proper and adequate notice of the Motion and hearing hereon has been given and no other or further notice is necessary; (e) The conditions of Section 363(f) of the Bankruptcy Code have been satisfied in full; therefore, the Trustee may sell the Goods free of any claims, liens or interests; (f) the sale of the Goods to Peterson represents an arm's length transaction and has been negotiated in good faith between the parties; (g) Peterson is a good faith purchaser of the Goods under Section 363(m) of the Bankruptcy Code; (h) movant has demonstrated that emergency relief is necessary to avoid loss to the Debtor's estate, and (i) good

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

and sufficient cause exists for the granting of the relief requested. Therefore, it is **ORDERED** that:

1. The Motion is granted and the sale of the Goods to Peterson is **APPROVED** in its entirety on the terms and subject to the conditions set forth in the Motion.

2. All objections and responses to the Motion that have not been overruled, waived, settled, continued, or resolved are hereby overruled and denied.

3. The Trustee is authorized to sell the Goods to Peterson for the sum of \$776,326.00 (the "Purchase Price").

4. Of the Purchase Price, the Trustee shall deposit the sum of \$179,332.00 (the "Estimated Completion Cost Holdback") into a segregated account of the Trustee. The Estimated Completion Cost Holdback shall not become property of the Debtor's estate unless and until ordered delivered to the Trustee as provided in paragraph 6 of this Order. No claims, liens or interests shall attach to the Estimated Completion Cost Holdback unless and until ordered to become property of the Debtor's estate as provided in paragraph 6 of this Order.

5. The sale of the Goods shall be a sale under Section 363 of the Bankruptcy Code, free and clear of all claims, liens and interests. Subject to Paragraph 4 of this Order, all claims, liens and interests in the July Delivery Generators shall attach to the net proceeds arising from the sale of the Goods with the same force, validity, effect, priority and enforceability as such claims, liens and interests had prior to the date of sale. Any issues regarding the extent, validity, perfection, priority and enforceability of such claims, liens and interest with respect to any net sale proceeds shall be determined by the Court upon proper application at a later date.

6. Following completion of the Fabrication Work on the July Delivery Generators, the Trustee, Peterson or any party in interest may file a motion with the Court to determine what,

if any, portion of the Estimated Completion Cost Holdback is property of the Debtor's estate. The Estimated Completion Cost Holdback (i) shall be property of the Debtor's estate in the amount by which the reasonable value of the Goods as of the date of this Order is determined by the Court to exceed the sum of \$596,994.00; and (ii) shall be property of and be refunded by the Trustee to Peterson in the amount not determined to be property of the Debtor's estate as provided in clause (i). In any motion filed under this Paragraph, the Trustee shall bear the burden of proving the value of the Goods exceeds \$596,994.00.

7. As additional consideration for the Purchase Price, the Trustee is authorized to waive any non-compete agreement or non-compete provision in any agreement between the Debtor and a third party that would limit such third party from completing the Fabrication Work with respect to the July Delivery Generators.

8. Peterson shall have the right to complete on its own behalf, or by use of one or more third parties, and shall have the right to use any plans and schematics (including shop drawings) to complete the Fabrication Work with respect to the July Delivery Generators.

9. Upon receipt by the Trustee of the Purchase Price, all of the estate's interest in the Goods shall be transferred to Peterson. This Order shall be considered and constitute for all purposes a full and complete general assignment, conveyance and transfer of the Goods and/or a bill of sale transferring good and marketable, indefeasible title and interest in the Goods to Peterson. All governmental recording offices and all other parties, persons or entities are hereby directed to accept this Order as such an assignment and/or bill of sale, and, if necessary, this Order shall be accepted for recordation on or after the closing of the sale as conclusive evidence of the free and clear, unencumbered transfer of title to the Goods conveyed to Peterson at the

closing. The Trustee is further authorized and directed to execute and deliver to Peterson such other and further documents as it may reasonably request to evidence the transfer.

10. Peterson is a good faith purchaser of the Goods under Section 363(m) of the Bankruptcy Code and, as such, is entitled to full protection of Section 363(m) of the Bankruptcy Code.

11. Pursuant to Section 363(m) of the Bankruptcy Code, the reversal or modification of this Order on appeal will not affect the validity of the transfer of the Goods to Peterson, as well as the transactions contemplated and/or authorized by this Order, unless the same is stayed pending appeal prior to the Closing on the sale of the Goods.

12. The Trustee may close on the sale of the Goods as soon as practicable after entry of this Order into the Court's docket.

13. This Order is a final order (as opposed to an interlocutory order) and is enforceable upon entry. To the extent necessary under Bankruptcy Rules 5003, 9014, 9021 and 9022, this Court expressly finds that there is no just reason for delay in the implementation of this Order and expressly directs entry of judgment as set forth herein. In addition, as no unresolved objections to the Motion remained at the time of the hearing on the Motion, the Court orders that the fourteen-day automatic stay imposed by Bankruptcy Rules 6004(h) and 6006(d) does not apply. Accordingly, this Order is subject to immediate execution and fulfillment by the Trustee and Peterson.

14. The Trustee is authorized to take any actions reasonably necessary to effectuate the relief granted by this Order.

15. The Court retains jurisdiction to hear and determine all disputes arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2018

UNITED STATES BANKRUPTCY JUDGE